

EXHIBIT C

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND**

| | |
|-----------------------------------|-------------------------------------|
| TEACHING STRATEGIES, INC., |) |
| |) |
| Plaintiff, |) |
| |) |
| v. |) Civil Action No. 02-CV-3561 (WMN) |
| |) |
| TEACHER STREET, INC. |) |
| |) |
| Defendant. |) |
| |) |

AFFIDAVIT OF NORM D. ST. LANDAU

Affiant Norm D. St. Landau, being duly sworn, hereby states as follows:

1. I am an attorney in the Washington D.C. office of the law firm Drinker Biddle & Reath LLP. I am the partner in charge of the litigation initiated by Drinker Biddle & Reath on behalf of my client, Teaching Strategies, Inc. ("Teaching Strategies"), against the Defendant, Teacher Street, Inc. ("Teacher Street"), bearing the above case caption, seeking *inter alia* to permanently enjoin Teacher Street from further infringing Teaching Strategies' CREATIVE CURRICULUM trademark, or any confusingly similar variation thereof.

2. I am submitting this affidavit in response to the Court's March 28, 2003 Order, which grants a permanent injunction against Teacher Street and in Teaching Strategies' favor, orders Teacher Street "to pay over to Plaintiff the reasonable attorneys' fees and costs Plaintiff has been forced to incur in pursuing relief through resort to this lawsuit Plaintiff," and directs Teaching Strategies to submit an affidavit supporting the amount requested.

3. At Drinker Biddle & Reath, I focus my practice in intellectual property, including trademark and copyright law and the law of unfair competition, and I have over twenty years of

experience in this regard. I serve as an adjunct professor of law at the Cornell Law School, where I presently teach a course entitled "The Law of Branding: Trademarks, Trade Dress, and Unfair Competition."

4. All legal work performed on Teaching Strategies' behalf in this action, both before and after suit was initiated, was done under my ultimate authority. In this capacity, I oversaw and supervised the work performed by Brian A. Coleman (who is counsel of record in this case), Mary Pat Weyback, and other paralegals, outside investigators and staff.

5. My billing rate in this matter was \$375.00 per hour; Brian A. Coleman's billing rate was \$270.00 per hour; and Mary Pat Weyback's billing rate was \$265.00 per hour. These rates are in line with prevailing market rates for attorneys at equivalent levels of experience engaged in complex intellectual property litigation in the greater Washington D.C. and Baltimore legal markets.

6. To enforce the trademark rights at issue in this action, Teaching Strategies incurred charges of \$33,328.50 in attorneys' fees and \$3,715.56 in costs, for a total charge of \$37,044.06. The redacted billing statements detailing the precise work performed are attached to this affidavit, prefaced by a summary of all invoiced amounts. To date, Teaching Strategies has paid the full amount of these charges, save one invoice in the amount of \$134.73 which I believe to be undisputed.

7. I reviewed each of these invoices prior to its delivery to and payment by Teaching Strategies, and I have reviewed each of them again prior to submitting this affidavit, and I believe the amounts charged therein to be reasonable. I further believe that work performed on Teaching Strategies' behalf as reflected in these billing statements was necessary and appropriate to secure Teaching Strategies' rights in this action.

8. In sum, Teaching Strategies was forced to incur \$37,044.06 in attorneys' fees and costs in pursuing relief through this lawsuit, and I believe that these charges would not have been incurred but for Teacher Street's infringement of Teaching Strategies' trademark as set forth in the Complaint and Request for Default and for Default Judgment. Further, I believe that this amount is reasonable, and is properly recoverable within the terms of the Court's March 28, 2003 Order.

9. I have personal knowledge of the foregoing, which is true and correct to the best of my knowledge and belief.

Dated this 14th day of October, 2003.

CITY OF WASHINGTON
DISTRICT OF COLUMBIA

NORM D. ST. LANDAU

)
)
)
To wit:

SUBSCRIBED AND SWORN TO before me, a Notary Public in and for the City of Washington in the District of Columbia, this _____ day of October, 2003.


NOTARY PUBLIC

DEBORAH A. BRYSON
NOTARY PUBLIC DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES: DEC. 14, 2006

My Commission Expires: _____.

PAGE 1

Oct 09 2003 10:28:08 BILL SUMMARY REPORT - MATTER NUMBER SORT

Ledger dates: 090102 TO 100503 INVOICE DETAIL ALL LEDGER CODES. NO REVERSED ITEMS.

MATTER NUMBER *---CLIENT---* *--DESCRIPTION--* LAST CREDIT LAST COSTS OTHER TOTAL

| 178281 | INVOICE=327709 | 103102 | 1628.50 | 10.70 | .00 | 1639.20 |
|--------|---------------------------------------|--------|----------|----------|---------|----------|
| 178281 | INVOICE=335246 | 113002 | 12082.00 | 524.49 | .00 | 12606.49 |
| 178281 | INVOICE=342616 | 123102 | 2062.50 | 1070.05 | .00 | 3132.55 |
| 178281 | INVOICE=350227 | 013103 | 1443.00 | 690.73 | .00 | 2133.73 |
| 178281 | INVOICE=356933 | 022803 | 6317.00 | 691.28 | .00 | 7008.28 |
| 178281 | INVOICE=360228 | 033103 | 3344.50 | 2.30 | .00 | 3346.80 |
| 178281 | INVOICE=366801 | 043003 | 6451.00 | 542.92 | .00 | 6993.92 |
| 178281 | INVOICE=375144 | 053103 | .00 | 134.73 | .00 | 134.73 |
| 178281 | INVOICE=379423 | 063003 | .00 | 48.36 | .00 | 48.36 |
| 178281 | TEACHING STRATEGIE ATS: TEACHER STREE | 063003 | 081803 | 33328.50 | 3715.56 | .00 |
| | | | | | | 37044.06 |
| | | | | | | |
| | GRAND TOTAL : | | 33328.50 | 3715.56 | .00 | 37044.06 |

LAW OFFICES

TAX I. D. #23-1423089

DrinkerBiddle&Reath
L L P

1500 K Street, N.W.

Washington, D.C. 20005-1209

202-842-8800

Teaching Strategies, Inc.
 5100 Wisconsin Avenue, NW
 Suite 200
 Washington, DC 20016
 Attention: Mr. Larry V. Bram

Invoice Number 327709
 Invoice Date 10/31/02
 Client Number 30759
 Matter Number 178281
 Page 6

RE: (178281) ATS: TEACHER STREET (TEACHERSSTREET.COM)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 30 SEPTEMBER 2002

| Date | Hours | | |
|---------------------|--|------|----------|
| 09/04/02 WEYBACK | Conference with N. St. Landau; review the [REDACTED] and teacherstreet.com websites; research ownership; review Teaching Strategies website and registration; email Y. Mui re trade investigation. | .70 | 185.50 |
| 09/12/02 WEYBACK | Conference with L. Bram; forward draft cease and desist letter and revise per L. Bram; email to L. Bram; finalize and forward letter. | .50 | 132.50 |
| 09/24/02 WEYBACK | Message to C. Werler re status of reply to cease and desist letter. | .20 | 53.00 |
| 09/25/02 ST. LANDAU | Review and revise cease and desist letter | 3.00 | 1,125.00 |
| 09/25/02 WEYBACK | Conference with N. St. Landau re no reply to our cease and desist letter; draft followup correspondence. | .50 | 132.50 |
| | TOTAL HOURS | 4.90 | |

LAW OFFICES

TAX I.D. #23-1423089

DrinkerBiddle&Reath
L L P

1500 K Street, N.W.

Washington, D.C. 20005-1209

202-842-8800

30759 TEACHING STRATEGIES, INC.
 178281 ATS: TEACHER STREET (TEACHERSSTREET.COM)
 31 OCTOBER 2002

Invoice Number 327709
 Page 7

TIME SUMMARY:

| | | |
|------------------------------|---------------------------|------------|
| N ST. LANDAU | 3.00 hours at \$ 375.00 = | 1,125.00 |
| MP WEYBACK | 1.90 hours at \$ 265.00 = | 503.50 |
| ----- | | ----- |
| CURRENT FEES | | 1,628.50 |
| EXPENSES AND CHARGES | | |
| Duplicating | 5.70 | |
| Fax Charges | 5.00 | |
| ----- | | ----- |
| CURRENT EXPENSES AND CHARGES | | 10.70 |
| TOTAL THIS MATTER | | \$1,639.20 |
| ===== | | |

LAW OFFICES

TAX I. D. #23-1423089

DrinkerBiddle&Reath
L L P

1500 K Street, N.W.

Washington, D.C. 20005-1209

202-842-8800

Teaching Strategies, Inc.
 5100 Wisconsin Avenue, NW
 Suite 200
 Washington, DC 20016
 Attention: Mr. Larry V. Bram

Invoice Number 335246
 Invoice Date 11/30/02
 Client Number 30759
 Matter Number 178281
 Page 4

RE: (178281) ATS: TEACHER STREET (TEACHERSSTREET.COM)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 31 OCTOBER 2002

| Date | | Hours | |
|---------------------|---|-------|----------|
| 10/02/02 WEYBACK | Telephone conference with N. St. Landau re non-response from Teacher Street; telephone conference with Larry Bram re same | .40 | 106.00 |
| 10/04/02 WEYBACK | Conference with N. St. Landau re litigation options; telephone conference Larry Bram, N. St. Landau re same, trade investigation; telephone conference Robert Jackson & Associates regardin trade investigation | .40 | 106.00 |
| 10/08/02 WEYBACK | Review trade investigation report; review Dun & Bradstreet report; e-mail correspondence to Robert Jackson & Associates re information on location of actual sales | .30 | 79.50 |
| 10/15/02 ST. LANDAU | Review of potential conflict; internet research and telephone conference; outline complaint | 3.00 | 1,125.00 |
| 10/15/02 WEYBACK | Telephone conference with Larry Bram and N. St. Landau re potential litigation with Teacher Street; conference with N. St. Landau re substance of complaint; review web site re local rules in the District | 2.40 | 636.00 |

DrinkerBiddle&Reath
 LLP

1500 K Street, N.W.

Washington, D.C. 20005-1209

202-842-8800

30759 TEACHING STRATEGIES, INC.
 178281 ATS: TEACHER STREET (TEACHERSSTREET.COM)
 30 NOVEMBER 2002

Invoice Number 335246
 Page 5

| Date | Hours | | |
|---------------------|--|------|----------|
| ----- | ----- | | |
| 10/16/02 WEYBACK | Court of Maryland; e-mail correspondence to Larry Bram re product and sales information needed; review information from Larry Bram re same; followup e-mail correspondence with Larry Bram; begin draft of Complaint Prepare Assignment of Trademark from Diane Dodge to Teaching Strategies, Inc.; conference N. St. Landau re same; revise Assignment; e-mail correspondence to Larry Bram re same; review CREATIVE CURRICULUM product materials and Teacher Street product materials; draft complaint | 3.20 | 848.00 |
| 10/17/02 WEYBACK | Review, revise complaint | 2.00 | 530.00 |
| 10/21/02 ST. LANDAU | Review and conference re complaint | 3.00 | 1,125.00 |
| 10/22/02 COLEMAN | Planning with N. St. Landau and M. Weyback re filing complaint, and needed actions re same | .30 | 81.00 |
| 10/22/02 WEYBACK | Conference N. St. Landau re Complaint; telephone Larry Bram re additional information for Complaint; review and revise Complaint; forward draft to Larry Bram | 2.10 | 556.50 |
| 10/24/02 COLEMAN | Review draft complaint and e-mail from M. Weyback re same | .50 | 135.00 |
| 10/24/02 WEYBACK | Review Larry Bram comments to Complaint; revise Complaint re same; e-mail conference B. Coleman re complaint and background; e-mail correspondence to Larry Bram | .70 | 185.50 |

LAW OFFICES

TAX I. D. #23-1423089

DrinkerBiddle&Reath
L L P

1500 K Street, N.W.
Washington, D.C. 20005-1209
202-842-8800

30759 TEACHING STRATEGIES, INC.
178281 ATS: TEACHER STREET (TEACHERSSTREET.COM)
30 NOVEMBER 2002

Invoice Number 335246
Page 6

| Date | | Hours | |
|---------------------|--|-------|----------|
| ----- | ----- | ----- | ----- |
| 10/25/02 COLEMAN | Review and edit draft complaint; multiple e-mails with N. St. Landau and M. Weybeck re changes to same, and further issues to consider; review local rules, and instructions to paralegal L. Monroe re filing and serving complaint | 2.20 | 594.00 |
| 10/25/02 ST. LANDAU | Review and revise complaint | 4.00 | 1,500.00 |
| 10/25/02 WEYBACK | Conference D. Newman re preparation of exhibits for Complaint. E-mail conference with N. St. Landau re same; review Complaint as revised per B. Coleman and N. St. Landau; conference N. St. Landau; review court rules re financial disclosure statement | 1.70 | 450.50 |
| 10/25/02 NEWMAN | Review files re Complaint to be filed in the U.S. District Court for the District of Maryland; gather exhibits for Teacing Strategies; research Teacher Street website for exhibits examples; conferences with M. Weyback re same | 1.50 | 165.00 |
| 10/27/02 WEYBACK | Review final form of exhibits to Complaint; draft new paragraphs to Complaint re "knowing" infringement; e-mail N. St. Landau and B. Coleman re same; review financial disclosure requirements for Maryland Court; e-mail correspondence to Larry Bram re financial information required | 1.50 | 397.50 |

LAW OFFICES

TAX I. D. #23-1423089

DrinkerBiddle&Reath
 L L P
 1500 K Street, N.W.
 Washington, D.C. 20005-1209
 202-842-8800

30759 TEACHING STRATEGIES, INC.
 178281 ATS: TEACHER STREET (TEACHERSSTREET.COM)
 30 NOVEMBER 2002

Invoice Number 335246
 Page 7

| Date | | Hours | |
|---------------------|--|-------|----------|
| ----- | ----- | ----- | ----- |
| 10/28/02 COLEMAN | Further revisions to complaint, and exchange e-mails re same; coordinate with paralegal and staff re preparing initial filing documents, and revise same | 1.80 | 486.00 |
| 10/28/02 ST. LANDAU | Review and finalize complaint | 4.00 | 1,500.00 |
| 10/28/02 WEYBACK | Review N. St. Landau comments to "knowledge" issues on Complaint; telephone conference L. Bram re financial disclosure statement; Prepare same; telephone conferences D. Newman re final preparation of Complaint and exhibits | 1.80 | 477.00 |
| 10/28/02 NEWMAN | Research and read Guidelines for United States District Court for the District of Maryland re Civil Cover Sheet, Summons, Complaint, filing fees; conferences with N. St. Landau, M. Weyback and Litigation group re same | 1.50 | 165.00 |
| 10/29/02 COLEMAN | Assist in finalizing pleadings and coordinating filing of complaint | .40 | 108.00 |
| 10/29/02 WEYBACK | Conference B. Coleman re filing of Complaint; correspondence to Clerk of Circuit Court re filing; conference D. Newman re same | .70 | 185.50 |
| 10/29/02 NEWMAN | Prepare Complaint for filing in U.S. District Court for the District of Maryland in accordance with their guidelines; reformat Complaint and Corporate Disclosure Statement; prepare exhibits; federal Express to Court | 2.50 | 275.00 |

LAW OFFICES

TAX I. D. #23-1423089

DrinkerBiddle&Reath

1500 K Street, N.W.
 Washington, D.C. 20005-1209
 202-842-8800

30759 TEACHING STRATEGIES, INC.
 178281 ATS: TEACHER STREET (TEACHERSSTREET.COM)
 30 NOVEMBER 2002

Invoice Number 335246
 Page 8

| Date | Hours | |
|------------------|---|-------------|
| 10/30/02 WEYBACK | E-mail recorrespondence to Larry Bram re filing of Complaint; draft correspondence to Christopher Werler and Annettel Donnelly re same; e-mail conference N. St. Landau re draft correspondence; telephone conference with Tony Yarborough re addresses for Werler and Donnelly | 1.00 265.00 |
| | | ----- |
| | TOTAL HOURS | 42.90 |

TIME SUMMARY:

| | | |
|--------------|----------------------------|-----------|
| BA COLEMAN | 5.20 hours at \$ 270.00 = | 1,404.00 |
| N ST. LANDAU | 14.00 hours at \$ 375.00 = | 5,250.00 |
| MP WEYBACK | 18.20 hours at \$ 265.00 = | 4,823.00 |
| D NEWMAN | 5.50 hours at \$ 110.00 = | 605.00 |
| | ----- | |
| CURRENT FEES | | 12,082.00 |

EXPENSES AND CHARGES

| | |
|--|---------|
| Duplicating | 33.90 |
| Telecommunication Services | 5.59 |
| US Government Fees - DIRECTOR OF THE US PATENT | 40.00 |
| AND TRADEMARK OFFICE/ATS: Teacher Street/Filing fee to record Assignment | |
| Reversal from Void Check Number: 31920 | (40.00) |
| Bank ID: DC-BBH Voucher ID: 276844 | |
| Vendor: DIRECTOR OF THE US PATENT | |
| US Government Fees - CLERK US DISTRICT | 150.00 |
| COURT/Filing fee for TM Infringement Complaint to the US District Court for the District of Maryland | |

LAW OFFICES

TAX I.D. #23-1423089

DrinkerBiddle&Reath
L L P

1500 K Street, N.W.

Washington, D.C. 20005-1209

202-842-8800

30759 TEACHING STRATEGIES, INC. Invoice Number 335246
178281 ATS: TEACHER STREET (TEACHERSSTREET.COM) Page 9
30 NOVEMBER 2002

| | |
|---|-------------|
| Searches - ROBERT JACKSON & ASSOC /Searches | 335.00 |
| ----- | |
| CURRENT EXPENSES AND CHARGES | 524.49 |
| ----- | |
| TOTAL THIS MATTER | \$12,606.49 |
| ===== | |

LAW OFFICES

TAX I.D. #23-1423089



1500 K Street, N.W.

Washington, D.C. 20005-1209

202-842-8800

Teaching Strategies, Inc.
 5100 Wisconsin Avenue, NW
 Suite 200
 Washington, DC 20016
 Attention: Mr. Larry V. Bram

Invoice Number 342676
 Invoice Date 12/31/02
 Client Number 30759
 Matter Number 178281
 Page 6

RE: (178281) ATS: TEACHER STREET (TEACHERSSTREET.COM)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 30 NOVEMBER 2002

| Date | | Hours | |
|----------|------------|-------------|--------|
| 11/01/02 | ST. LANDAU | 2.20 | 825.00 |
| 11/05/02 | NEWMAN | .80 | 88.00 |
| 11/07/02 | ST. LANDAU | 2.50 | 937.50 |
| 11/07/02 | WEYBACK | .20 | 53.00 |
| 11/12/02 | WEYBACK | .10 | 26.50 |
| 11/13/02 | WEYBACK | .30 | 79.50 |
| 11/20/02 | WEYBACK | .20 | 53.00 |
| | | ----- | |
| | | TOTAL HOURS | 6.30 |

LAW OFFICES

TAX I.D. #23 1423089

DrinkerBiddle&Reath
L L P1500 K Street, N.W.
Washington, D.C. 20005-1209
202-842-8800

30759 TEACHING STRATEGIES, INC. Invoice Number 342676
 178281 ATS: TEACHER STREET (TEACHERSSTREET.COM) Page 7
 31 DECEMBER 2002

TIME SUMMARY:

| | | |
|--------------|---------------------------|----------|
| N ST. LANDAU | 4.70 hours at \$ 375.00 = | 1,762.50 |
| MP WEYBACK | 0.80 hours at \$ 265.00 = | 212.00 |
| D NEWMAN | 0.80 hours at \$ 110.00 = | 88.00 |
| ----- | | ----- |
| CURRENT FEES | | 2,062.50 |

EXPENSES AND CHARGES

| | |
|---|------------|
| Postage | 12.55 |
| Duplicating | 45.30 |
| Federal Express | 40.70 |
| Searches - TM INVESTIGATIONS GROUP INC Online | 426.00 |
| Search, Creative Curriculum Inc | |
| Searches - ROBERT JACKSON & ASSOC/ Telephone | 206.00 |
| and online research and report on creative | |
| curriculum, inc. | |
| Searches - ROBERT JACKSON & ASSOC/ Online | 339.50 |
| research and report on creative curriculum, | |
| inc. | |
| ----- | |
| CURRENT EXPENSES AND CHARGES | 1,070.05 |
| ----- | |
| TOTAL THIS MATTER | \$3,132.55 |
| ===== | |

LAW OFFICES

TAX I.D. #23-1423089



1500 K Street, N.W.

Washington, D.C. 20005-1209

202-842-8800

Teaching Strategies, Inc.
 5100 Wisconsin Avenue, NW
 Suite 200
 Washington, DC 20016
 Attention: Mr. Larry V. Bram

Invoice Number 350227
 Invoice Date 01/31/03
 Client Number 30759
 Matter Number 178281
 Page 4

RE: (178281) ATS: TEACHER STREET (TEACHERSSTREET.COM)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 31 DECEMBER 2002

| Date | Hours | |
|---------------------|-------------|----------|
| 12/09/02 ST. LANDAU | 3.00 | 1,125.00 |
| | ----- | |
| 12/17/02 WEYBACK | .60 | 159.00 |
| | ----- | |
| 12/19/02 WEYBACK | .30 | 79.50 |
| | ----- | |
| 12/20/02 WEYBACK | .30 | 79.50 |
| | ----- | |
| | TOTAL HOURS | 4.20 |

TIME SUMMARY:

| | | |
|--------------|---------------------------|----------|
| N ST. LANDAU | 3.00 hours at \$ 375.00 = | 1,125.00 |
| MP WEYBACK | 1.20 hours at \$ 265.00 = | 318.00 |
| | ----- | |
| CURRENT FEES | | 1,443.00 |

LAW OFFICES

TAX I.D. #23-1423089

DrinkerBiddle&Reath
L L P1500 K Street, N.W.
Washington, D.C. 20005-1209
202-842-8800

30759 TEACHING STRATEGIES, INC. Invoice Number 350227
178281 ATS: TEACHER STREET (TEACHERSSTREET.COM) Page 5
31 JANUARY 2003

EXPENSES AND CHARGES

| | |
|------------------------------|------------|
| Duplicating | 687.00 |
| Telecommunication Services | 3.73 |
| ----- | |
| CURRENT EXPENSES AND CHARGES | 690.73 |
| ----- | |
| TOTAL THIS MATTER | \$2,133.73 |
| ===== | |

LAW OFFICES

TAX I.D. #23-1423089

DrinkerBiddle&Reath
LLP1500 K Street, N.W.
Washington, D.C. 20005-1209
202-842-8800

Teaching Strategies, Inc.
 5100 Wisconsin Avenue, NW
 Suite 200
 Washington, DC 20016
 Attention: Mr. Larry V. Bram

Invoice Number 356953
 Invoice Date 02/28/03
 Client Number 30759
 Matter Number 178281
 Page 4

RE: (178281) ATS: TEACHER STREET (TEACHERSSTREET.COM)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 31 JANUARY 2003

| Date | | Hours | | |
|----------|------------|---|------|----------|
| 01/09/03 | WEYBACK | Conference B. Coleman regarding timing of service of complaint and filing of motion for preliminary injunction; conference D. Newman regarding filing of complaint. | .30 | 79.50 |
| 01/15/03 | WEYBACK | Conference N. St. Landau regarding service of complaint and drafting of Motion for Preliminary Injunction; conferences D. Newman regarding service; review and revise correspondence to process server; begin case law research in 4th Circuit. | 3.60 | 954.00 |
| 01/16/03 | COLEMAN | Exchange e-mails with N. St. Landau and M.P. Weyback regarding strategy in serving complaint. | .20 | 54.00 |
| 01/16/03 | WEYBACK | 4th Circuit research for standards for trademark infringement | 1.40 | 371.00 |
| 01/17/03 | ST. LANDAU | Status review and conference | 1.00 | 375.00 |
| 01/18/03 | WEYBACK | Review and annotate case law regarding injunctions, trademark infringement | 2.80 | 742.00 |
| 01/21/03 | ST. LANDAU | Review of status and preliminary injunction motion | 4.00 | 1,500.00 |

LAW OFFICES

TAX I D #23-423089

DrinkerBiddle&Reath

1500 K Street, N.W.
 Washington, D.C. 20005-1209
 202-842-8800

30759 TEACHING STRATEGIES, INC.
 178281 ATS: TEACHER STREET (TEACHERSSTREET.COM)
 28 FEBRUARY 2003

Invoice Number 356953
 Page 5

| Date | Hours | |
|---------------------|-------------|----------|
| 01/24/03 COLEMAN | .50 | 135.00 |
| | | |
| 01/24/03 ST. LANDAU | 3.00 | 1,125.00 |
| 01/26/03 WEYBACK | 3.50 | 927.50 |
| 01/31/03 COLEMAN | .20 | 54.00 |
| | | |
| | TOTAL HOURS | 20.50 |

TIME SUMMARY:

| | | |
|--------------|----------------------------|----------|
| BA COLEMAN | 0.90 hours at \$ 270.00 = | 243.00 |
| N ST. LANDAU | 8.00 hours at \$ 375.00 = | 3,000.00 |
| MP WEYBACK | 11.60 hours at \$ 265.00 = | 3,074.00 |
| | | |
| CURRENT FEES | | 6,317.00 |

EXPENSES AND CHARGES

| | |
|------------------------------------|------------|
| Duplicating | 3.90 |
| Computer Assisted Research (Lexis) | 687.38 |
| | |
| CURRENT EXPENSES AND CHARGES | 691.28 |
| TOTAL THIS MATTER | \$7,008.28 |

LAW OFFICES

TAX I D #23-1423089

DrinkerBiddle&Reath
L L P1500 K Street, N.W.
Washington, D.C. 20005-1209
202-842-8800

Teaching Strategies, Inc.
5100 Wisconsin Avenue, NW
Suite 200
Washington, DC 20016
Attention: Mr. Larry V. Bram

Invoice Number 360228
Invoice Date 03/31/03
Client Number 30759
Matter Number 178281
Page 1

RE: (178281) ATS: TEACHER STREET (TEACHERSSTREET.COM)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 28 FEBRUARY 2003

| Date | | Hours | |
|----------|---|-------|----------|
| 02/01/03 | WEYBACK | 5.20 | 1,378.00 |
| | Begin draft Memorandum in support of Motion for Preliminary Injunction. | | |
| 02/02/03 | WEYBACK | 2.80 | 742.00 |
| | Review Maryland District Court local rules re motions; continue memorandum in support of preliminary injunction motion. | | |
| 02/03/03 | COLEMAN | .30 | 81.00 |
| | Conference with M.P. Weyback re strategic approaches to preliminary injunction motion. | | |
| 02/03/03 | WEYBACK | .40 | 106.00 |
| | Telephone conference Brian Coleman re memorandum for preliminary injunction | | |
| 02/04/03 | WEYBACK | 1.30 | 344.50 |
| | Review and revise Preliminary Injunction Memorandum; finalize correspondence to counsel for Teacher Street re formal institution of suit. | | |
| 02/05/03 | COLEMAN | .20 | 54.00 |
| | Initial review of preliminary injunction motion and e-mail from M.P. Weyback re same. | | |
| 02/05/03 | WEYBACK | 1.80 | 477.00 |
| | Review and revise motion and memorandum for preliminary injunction; e-mail to N. St. Landau and B. Coleman forwarding draft. | | |
| 02/13/03 | COLEMAN | .40 | 108.00 |
| | Review draft preliminary injunction motion. | | |

LAW OFFICES

TAX I D #23-1423089

DrinkerBiddle&Reath
L L P

1500 K Street, N.W.

Washington, D.C. 20005-1209

202-842-8800

30759 TEACHING STRATEGIES, INC.
 178281 ATS: TEACHER STREET (TEACHERSSTREET.COM)
 31 MARCH 2003

Invoice Number 360228
 Page 2

| Date | | Hours | |
|------------------|---|-------------|-------|
| 02/26/03 COLEMAN | Conference with N. St. Landau re status and strategy. | .10 | 27.00 |
| 02/27/03 COLEMAN | E-mail MP Weyback re status and defendant's documents. | .10 | 27.00 |
| | | TOTAL HOURS | 12.60 |

TIME SUMMARY:

| | | |
|------------|----------------------------|----------|
| BA COLEMAN | 1.10 hours at \$ 270.00 = | 297.00 |
| MP WEYBACK | 11.50 hours at \$ 265.00 = | 3,047.50 |

| | | |
|--------------|--|----------|
| CURRENT FEES | | 3,344.50 |
|--------------|--|----------|

EXPENSES AND CHARGES

| | | |
|----------------------------|-------------|--|
| Duplicating Fax Charges | .30 2.00 | |
|----------------------------|-------------|--|

| | | |
|------------------------------|--|------|
| CURRENT EXPENSES AND CHARGES | | 2.30 |
|------------------------------|--|------|

| | | |
|-------------------|--|------------|
| TOTAL THIS MATTER | | \$3,346.80 |
|-------------------|--|------------|

LAW OFFICES

TAX I.D. #23-1423089

DrinkerBiddle&Reath
LLP1500 K Street, N.W.
Washington, D.C. 20005-1209
202-842-8800

Teaching Strategies, Inc.
5100 Wisconsin Avenue, NW
Suite 200
Washington, DC 20016
Attention: Mr. Larry V. Bram

INVOICE NUMBER: 366801
INVOICE DATE: 04/30/03
CLIENT NUMBER: 30759
MATTER NUMBER: 178281
PAGE: 1

Re: ATS: TEACHER STREET (TEACHERSSTREET.COM)

FOR PROFESSIONAL SERVICES RENDERED THROUGH 31 MARCH 2003

| | | | | |
|----------|---|-------------|------|--------|
| 03/01/03 | E-mail M.P. Weybeck re strategy and procedures going forth in light of defendant's failure to answer. | B A COLEMAN | .30 | 81.00 |
| 03/03/03 | E-mail conference B. Coleman re status of possible answer by Teacher Street and options for moving forward. | M P WEYBACK | .30 | 79.50 |
| 03/04/03 | Email with M.P. Weyback re obtaining injunction. | B A COLEMAN | .10 | 27.00 |
| 03/05/03 | Telephone process servers re service on court; e-mail A. Krokos re check for answer by Teacher Street. | M P WEYBACK | .50 | 132.50 |
| 03/10/03 | Review and evaluate draft motion for default judgment and permanent injunction and assess further strategic approaches to same. | B A COLEMAN | 1.50 | 405.00 |
| 03/12/03 | Telephone B. Coleman; e-mail A. Krokos re need for copy of recent order. | M P WEYBACK | .30 | 79.50 |

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Teaching Strategies, Inc.

Ref. No. 178281

30 April 2003
Invoice No. 366801
PAGE 2

| | | | | |
|----------|---|-------------|------|---------|
| 03/14/03 | Telephone L. Bram re Order for default filings; conference N. St. Landau re same. | M P WEYBACK | .30 | 79.50 |
| 03/15/03 | Prepare Motion for Entry of Judgment; Motion for Default Judgment; review existing memorandum prepared for preliminary injunction. | M P WEYBACK | 1.50 | 397.50 |
| 03/16/03 | Review draft motion for default and default judgment; research re same; revise same. | B A COLEMAN | 2.00 | 540.00 |
| 03/16/03 | Prepare Order of Default; review and revise draft of motion for preliminary injunction to context of default judgment and request for permanent injunction; review Teacher Street site; e-mail conference N. St. Landau and B. Coleman. | M P WEYBACK | 2.30 | 609.50 |
| 03/17/03 | Review and edit draft motion for default, default judgment and injunction; research and edit motion for attorneys' fees. | B A COLEMAN | 4.80 | 1296.00 |
| 03/18/03 | Further research and drafting of motion for default, default judgment, injunction and attorneys' fees; circulate draft to N. St. Landau and M.P. Weyback. | B A COLEMAN | 3.00 | 810.00 |

LAW OFFICES

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Ref. No. 178281

30 April 2003
Invoice No. 366801
PAGE 3

| | | | | |
|----------|---|-------------|------|--------|
| 03/18/03 | Receive assignment re filing; discussions with B. Coleman and M.P. Weyback; telephone call to Court; prepare motion for filing and service. | L D MONROE | 1.00 | 135.00 |
| 03/18/03 | Telephone conference B. Coleman; review and revise drafts of documents; telephone L. Bram; revise and finalize Affidavit for L. Bram; e-mail correspondence forwarding same; telephone conference L. Monroe re electronic filing; conferences B. Coleman re final changes to documents. | M P WEYBACK | 2.00 | 530.00 |
| 03/19/03 | Final revisions and edits to motion for default and for default judgment, coordinate scanning and file of same, e-mails with M.P. Weyback re same. | B A COLEMAN | 2.00 | 540.00 |
| 03/19/03 | Retrieve and review document; edit document; telephone call to court; prepare document for filing. | L D MONROE | 1.50 | 202.50 |
| 03/19/03 | Conference L. Monroe re separate orders; draft order from clerk; conference B. Coleman. | M P WEYBACK | .80 | 212.00 |
| 03/20/03 | Review incoming Order of Default; telephone conference with Court Clerk re typographical error in same; e-mail to N. St. Landau and M.P. Weyback re same; update file. | B A COLEMAN | .40 | 108.00 |

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TAX I.D. #23-1423089

DrinkerBiddle&Reath
L L P

1500 K Street, N.W.

Washington, D.C. 20005-1209

202-842-8800

Teaching Strategies, Inc.

Ref. No. 178281

30 April 2003
Invoice No. 366801
PAGE 4

| | | | | |
|----------|---|-------------|-------------|------------|
| 03/21/03 | E-mails with M.P. Weyback re status of default; communication with Clerk re error. | B A COLEMAN | .20 | 54.00 |
| 03/25/03 | E-mail conference B. Coleman re entry of default judgment; correspondence to L. Bram re status, forwarding documents. | M P WEYBACK | .50 | 132.50 |
| | | | TOTAL HOURS | 25.30 |
| | | | TOTAL FEES | \$6,451.00 |

TIME AND FEE SUMMARY:

| TIMEKEEPER | RATE | HOURS | FEES |
|------------|--------|-------|----------|
| BA COLEMAN | 270.00 | 14.30 | 3,861.00 |
| MP WEYBACK | 265.00 | 8.50 | 2,252.50 |
| LD MONROE | 135.00 | 2.50 | 337.50 |
| TOTALS | | 25.30 | 6,451.00 |

EXPENSES AND CHARGES:

| | |
|--|--------|
| Duplicating | 11.10 |
| Telecommunication Services | .93 |
| Service of Subpoenas | 396.29 |
| Computer Assisted Research (Lexis) | 102.60 |
| Searches - LEXIS-NEXIS Court Link Usage for the Period of 2/1/03 -2/28/03 | 32.00 |

| | |
|------------------------------|------------|
| CURRENT EXPENSES AND CHARGES | \$542.92 |
| TOTAL FEES & EXPENSES | \$6,993.92 |

LAW OFFICES

TAX I.D. #23-1423089

DrinkerBiddle&Reath
L L P1500 K Street, N.W.
Washington, D.C. 20005-1209
202-842-8800

Teaching Strategies, Inc.
5100 Wisconsin Avenue, NW
Suite 200
Washington, DC 20016
Attention: Mr. Larry V. Bram

Invoice Number 375144
Invoice Date 05/31/03
Client Number 30759
Matter Number 178281
Page 2

RE: (178281) ATS: TEACHER STREET (TEACHERSSTREET.COM)

FOR DISBURSEMENTS INCURRED THROUGH 30 APRIL 2003

EXPENSES AND CHARGES

| | |
|----------------------------------|----------|
| Outside Photocopying Services | 134.73 |
| CURRENT EXPENSES AND CHARGES | 134.73 |
| TOTAL THIS MATTER | \$134.73 |
| TOTAL AMOUNT OF THIS INVOICE | \$509.73 |
| TOTAL BALANCE DUE | \$509.73 |

Payment for legal services is due within 30 days of invoice date.

LAW OFFICES

TAX I D #23-1423089

DrinkerBiddle&Reath
L L P

1500 K Street, N.W.

Washington, D.C. 20005-1209

202-842-8800

Teaching Strategies, Inc.
 5100 Wisconsin Avenue, NW
 Suite 200
 Washington, DC 20016
 Attention: Mr. Larry V. Bram

Invoice Number 379423
 Invoice Date 06/30/03
 Client Number 30759
 Matter Number 178281
 Page 1

RE: (178281) ATS: TEACHER STREET (TEACHERSSTREET.COM)

FOR DISBURSEMENTS INCURRED THROUGH 31 MAY 2003

EXPENSES AND CHARGES

| | |
|--|--------|
| Federal Express | 8 .36 |
| Searches - LEXIS-NEXIS Courtlink Service for | 40 .00 |
| the period of 3/1/03-3/31/03 | |

| | |
|------------------------------|--------|
| CURRENT EXPENSES AND CHARGES | 48 .36 |
|------------------------------|--------|

| | |
|-------------------|----------|
| TOTAL THIS MATTER | \$48 .36 |
|-------------------|----------|

| | |
|------------------------------|----------|
| TOTAL AMOUNT OF THIS INVOICE | \$48 .36 |
|------------------------------|----------|

| | |
|-------------------|----------|
| TOTAL BALANCE DUE | \$48 .36 |
|-------------------|----------|

Payment for legal services is due within 30 days of invoice date.